

**STATE OF CALIFORNIA  
BOARD OF ADMINISTRATION  
CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM**

**DELEGATION RESOLUTION**

**Subject: Board Governance  
Committee**

**Delegation No.: 11-01-BD**

- WHEREAS, (1) In accordance with Government Code section 20103, the Board of Administration of the California Public Employees' Retirement System (the "Board") is charged with the administration and management of the Public Employees' Retirement System (the "System").
- WHEREAS, (2) In accordance with Government Code section 20099, the Board is authorized to appoint a committee of one or more of its members to perform any act within the power of the Board itself to perform, and may through express delegation authorize any such committee to act finally.
- WHEREAS, (3) The Board has from time to time formed an ad hoc board governance committee to review its internal governance procedures and analyze specific issues that could improve the ability of Board members to fulfill their fiduciary responsibilities.
- WHEREAS, (4) The Board now wishes to create a permanent board governance committee to continue to ensure its internal governance procedures meet or exceed "best practice" standards required of a public pension system, and to continue to analyze issues that could improve the ability of Board members to fulfill their fiduciary responsibilities.
- RESOLVED, (A) That, pursuant to the foregoing, the Board hereby authorizes and ratifies the creation of a Board Governance Committee and the appointment by the Board President of the Committee to be comprised of not less than six (6) members of the Board.
- RESOLVED, (B) That the Board President shall be the Chair of the Committee, and the Board Vice President shall be Vice Chair of the Committee.
- RESOLVED, ~~(B)~~(C) That, except as otherwise provided within this Resolution, the Committee is authorized to perform all acts with respect to the Board's internal governance and to facilitate the discharge by the Board members of their fiduciary responsibilities, subject to all of the following conditions:

- (1) The Committee must discharge its duties "solely in the interest of, and for the exclusive purposes of providing benefits to, participants and their beneficiaries, minimizing employer contributions thereto, and defraying reasonable expenses of administering the system." In exercising this responsibility, the Committee shall place the interests of System members and beneficiaries above all other interests. (Cal. Const., art. XVI, sec. 17(b).)
- (2) The Committee must discharge its duties with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims. (Cal. Const., art. XVI, sec. 17(c).)

RESOLVED, ~~(C)~~(D) That, notwithstanding any other provision within this Delegation Resolution, all acts of the Committee shall be reported to the Board, at its next regular meeting, and shall be subject to the review and ratification or reversal by the Board.

RESOLVED, ~~(D)~~(E) That the Committee is authorized to delegate to the Chief Executive Officer the authority to perform any action within the power of the Committee itself to perform.

RESOLVED, ~~(E)~~(F) That this Delegation Resolution shall be effective immediately upon adoption.

\*\*\*\*\*

I, hereby certify that on the 15<sup>th</sup> day of June, 2011, the Board of Administration of the California Public Employees' Retirement System made and adopted the foregoing Delegation Resolution.

---

ROB FECKNER  
BOARD PRESIDENT  
CALIFORNIA PUBLIC EMPLOYEES'  
RETIREMENT SYSTEM

I accept this delegation.

DATE: \_\_\_\_\_

---

ANNE STAUSBOLL  
CHIEF EXECUTIVE OFFICER  
CALIFORNIA PUBLIC EMPLOYEES'  
RETIREMENT SYSTEM